

HEARING DATE: JUNE 23, 2023, AT 10:00 A.M. (EST)

**TOGUT, SEGAL & SEGAL LLP**

Albert Togut  
Kyle J. Ortiz  
Brian F. Moore  
One Penn Plaza, Suite 3335  
New York, NY 10119  
Phone: (212) 594-5000  
Email: altogut@teamtogut.com  
kortiz@teamtogut.com  
bmoore@teamtogut.com

*Proposed Counsel to the Debtors and Debtors in Possession*

**SHEARMAN & STERLING LLP**

Fredric Sosnick  
William S. Holste  
Jacob S. Mezei  
599 Lexington Avenue  
New York, NY 10022  
Phone: (212) 848-4000  
Email: fsosnick@shearman.com  
william.holste@shearman.com  
jacob.mezei@shearman.com

-and-

Ian E. Roberts (admitted *pro hac vice*)  
2601 Olive Street, 17<sup>th</sup> Floor  
Dallas, TX 75201  
Phone: (214) 271-5777  
Email: ian.roberts@shearman.com

*Proposed Special Counsel to the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

VICE GROUP HOLDING INC., *et al.*

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-10738 (JPM)

(Jointly Administered)

**AGENDA FOR MATTERS SCHEDULED TO BE  
HEARD ON JUNE 23, 2023 AT 10:00 AM (ET)**

**Time and Date of Hearing:** June 23, 2023, at 10:00 a.m.  
(prevailing Eastern Time)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Vice Group Holding Inc. (4250); Vice Impact Inc. (9603); Vice Media LLC (5144); Villain LLC (3050); Boy Who Cried Author LLC (6199); Carrot Operations LLC (1596); Carrot Creative LLC (8652); Channel 271 Productions LLC (1637); Clifford Benski, Inc. (9387); Dana Made LLC (1065); Inverness Collective LLC (6542); JT Leroy Holding LLC (7555); PLDM Films LLC (5217); Project Change LLC (2758); R29 Pride, LLC (7011); R29 Productions, LLC (6344); Refinery 29 Inc. (7749); Valvi LLC (6110); Vice Content Development, LLC (5165); Vice Distribution LLC (5515); Vice Europe Holding Limited (N/A); Vice Europe Pulse Holding Limited (N/A); Vice Food LLC (1693); Vice Holding Inc. (2658); Vice International Holding, Inc. (5669); Vice Music Publishing LLC (3022); Vice Payroll LLC (6626); Vice Productions LLC (5399); Vice Project Services LLC (6473); Virtue Worldwide, LLC (7212); Visur LLC (9336); VTV Productions LLC (6854); and Goldie Films, Inc. (1241). The location of the Debtors' service address for purposes of these chapter 11 cases is: 49 South 2<sup>nd</sup> Street, Brooklyn, NY 11249.

**Copies of Motions:** A copy of each pleading can be viewed at the website of the Debtors' claims and noticing agent at: <https://cases.stretto.com/vice>, or available for a fee on the Court's website at [www.ecf.uscourts.gov](http://www.ecf.uscourts.gov).

The hearing to consider the Sale of Substantially all of the Debtors Assets (the "Sale Hearing") will be held on **June 23, 2023 at 10:00 AM (ET)** before the Honorable Judge John P. Mastando III, United States Bankruptcy Judge for the United States Bankruptcy Court for the Southern District of New York (the "Court"). The Hearing will take place in a hybrid fashion, both "in person" and via "Zoom for Government". Those wishing to participate in the Sale Hearing in person may appear before the Honorable Judge John P. Mastando III, United States Bankruptcy Judge for the United States Bankruptcy Court for the Southern District of New York, in Courtroom 501, Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004. For those wishing to participate remotely, in accordance with General Order M-543 dated March 20, 2020, the Sale Hearing will be conducted using **Zoom for Government**. Parties wishing to appear at the Sale Hearing, whether making an "in Person", "live" or "listen only" appearance before the Court, must make an electronic appearance utilizing the Electronic Appearance portal located at the Court's website at: <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>. Appearances must be entered no later than **June 22, 2023, at 4:00 p.m. (Prevailing Eastern Time)** (the "Appearance Deadline"). After the Appearance Deadline has passed, parties who have made their electronic appearance through the Court's website to appear via Zoom for Government will receive an invitation from the Court with a Zoom link that will allow them to attend the Sale Hearing. Requests to receive a Zoom link should not be emailed to the Court, and the Court will not respond to late requests that are submitted on the day of the hearing. Further information on the use of Zoom for Government can be found at the Court's website at <https://www.nysb.uscourts.gov/zoomvideohearing-guide>.

## **I. SALE HEARING:**

**A. Order signed on 5/30/2023 (I) Establishing Bidding, Noticing, and Assumption and Assignment Procedures, (II) Authorizing and Approving the Debtors Entry into the Stalking Horse Agreement, (III) Approving the Sale of Substantially all of the Debtors Assets and (IV) Granting Related Relief [Docket No. 80].**

**Objection Deadline:** June 16, 2023, at 4:00 PM.

### **Sale Responses/Objections:**

- 1. Reservation of Rights of A&E Television Networks, LLC to (I) Debtors' Notice of Proposed Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (II) The Sale of Substantially all of the Debtors' Assets Pursuant to Section 363 of the Bankruptcy Code [Docket No. 180].**

**Related Filings:**

2. *Debtors' Motion to Shorten Notice to Consider Debtors' Motion for Entry of an Order (I) Establishing Bidding, Noticing, and Assumption and Assignment Procedures, (II) Authorizing and Approving the Debtors' Entry into the Stalking Horse Agreement, (III) Approving the Sale of Substantially all of the Debtors' Assets and (IV) Granting Related Relief* [Docket No. 15].
3. *Debtors' Motion for Entry of an Order (I) Establishing Bidding, Noticing, and Assumption and Assignment Procedures, (II) Authorizing and Approving the Debtors' Entry into the Stalking Horse Agreement, (III) Approving the Sale of Substantially all of the Debtors' Assets and (IV) Granting Related Relief* [Docket No. 16].
4. *Declaration of Brent Herlihy in Support of Debtors' Motion for Entry of an Order (I) Establishing Bidding, Noticing, and Assumption and Assignment Procedures, (II) Authorizing and Approving the Debtors' Entry into the Stalking Horse Agreement, (III) Approving the Sale of Substantially all of the Debtors' Assets and (IV) Granting Related Relief* [Docket No. 17].
5. *Affidavit of Service Re: Sale Motion, Declaration* [Docket No. 31].
6. *Order signed on 5/17/2023 Shorten Notice to Consider Debtors' Motion for Entry of an Order (I) Establishing Bidding, Noticing, and Assumption and Assignment Procedures, (II) Authorizing and Approving the Debtors' Entry into the Stalking Horse Agreement, (III) Approving the Sale of Substantially all of the Debtors' Assets and (IV) Granting Related Relief* [Docket No. 41].
7. *Notice of Filing Stalking Horse Asset and Equity Purchase Agreement* [Docket No. 57].
8. *Affidavit of Service re: Order and Notice of Filing* [Docket No. 63].
9. *Notice of Proposed Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 86].
10. *Notice of Sale, Bidding Procedures, Auction, and Sale Hearing for the Sale of Substantially All Assets* [Docket No. 87].
11. *Affidavit of Service re: Notice of Filing DIP Credit Agreement, Stalking Horse Agreement etc.* [Docket No. 89].
12. *Affidavit of Service re: Notice of Sale, Bidding Procedures, Auction, and Sale Hearing for the Sale of Substantially All Assets* [Docket No. 95].
13. *Certificate of Publication – New York Times – Notice of Sale* [Docket No. 96].

14. *Certificate of Publication – USA Today – Notice of Sale* [Docket No. 97].
15. *Affidavit of Service re: Notice of Sale, Bidding Procedures et al.*, [Docket No. 102]
16. *Notice of Filing of Proposed Order (A) Approving the Asset and Equity Purchase Agreement, (B) Authorizing the Sale of Assets, (C) Authorizing the Assumption and Assignment of Contracts and Leases, and (D) Granting Related Relief* [Docket No. 124].
17. *Notice of Filing of Amendment No. 1 to Stalking Horse Asset and Equity Purchase Agreement* [Docket No. 130].
18. *Affidavit of Service (Supplemental) Notice of Sale, Bidding Procedures, Auction, and Sale Hearing etc.* [Docket No. 139].

Status: This matter is going forward.

## **II. ADJOURNED MATTERS:**

### **Assumption/Assignment Responses:**

1. *Objection to Cure Claim Amount filed on behalf of Web Holdings LLC* [Docket No. 117]. **[Status: Resolved]**
2. *Objection to Cure Claim Amount filed on behalf of 49 South Second Street LLC.* [Docket No. 118]. **[Status: Resolved]**
3. *Objection of Cigna to Notice of Proposed Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 140]. **[Status: Resolved]**
4. *Objection of Entertainment Industry Employers Association to Debtors' Proposed Assumption and Assignment of its Executory Contract and Reservation of Rights* [Docket No. 141].
5. *Limited Objection and Reservation of Rights to First Supplemental Notice of Proposed Assumption and Assignment of Certain Executory Contracts and Unexpired Leases filed on behalf of American Broadcasting Companies, Inc.* [Docket No. 149]. **[Status: Resolved]**
6. *Objection of CoachHub, Inc. to Cure Amount Proposed in the Event of Assumption and Assignment of Executory Contract* [Docket No. 156]. **[Status: Resolved]**
7. *Opposition to Notice of Proposed Assumption and Assignment of Certain Executory Contracts and Unexpired Leases filed by Conopco, Inc. d/b/a Unilever United States, Inc* [Docket No. 158]. **[Status: Resolved]**

8. *Limited Objection of Fastly, Inc. to the Proposed Assumption of Certain Executory Contracts and Cure Costs, and Sale of Assets and Reservation of Rights* [Docket No. 159].
9. *Oracle's Limited Objection to and Reservation of Rights Regarding: (1) Debtors' Motion for Entry of an Order (I) Establishing Bidding, Noticing, and Assumption and Assignment Procedures, (II) Authorizing and Approving the Debtors Entry Into the Stalking Horse Agreement, (III) Approving the Sale of Substantially All of the Debtors' Assets and (IV) Granting Related Relief; and (2) First Supplemental Notice of Proposed Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 160].
10. *Notice of Proposed Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* (related documents 86 and 109 on behalf of Datasite LLC. [Docket No. 164].
11. *Objection and Reservation of Rights of GMN Cayman Holdco LLC and GMN Cayman Ltd to the Sale of Substantially All of the Debtors' Assets* [Docket No. 167].
12. *Objection and Reservation of Rights of Concur Technologies, Inc. to the Debtors Cure Notice and the Proposed Assumption and Assignment of its Executory Contracts* [Docket No. 169].
13. *Objection and Reservation of Rights of Showtime to Debtors Sale Motion* [Docket no. 174].
14. *Limited Objection of CNN Productions, Inc. to Debtors' Motion for Entry of an Order (I) Establishing Bidding, Noticing, and Assumption and Assignment Procedures, (II) Authorizing and Approving Debtors Entry into the Stalking Horse Agreement, (III) Approving the Sale of Substantially All of the Debtors' Assets and (IV) Granting Related Relief [Dkt. No. 16]; and Reservation of Rights.* [Docket No. 186].

**Status:** These matters have been adjourned, and will be heard on June 29, 2023, at 10:00 AM (Prevailing Eastern Time).

Dated: June 21, 2023  
New York, New York

VICE GROUP HOLDING INC., *et al.*  
*Debtors and Debtors in Possession*  
*By their Proposed Counsel*  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/Albert Togut  
ALBERT TOGUT  
KYLE J. ORTIZ  
BRIAN F. MOORE  
One Penn Plaza, Suite 3335  
New York, New York 10119  
Telephone: (212) 594-5000  
[altogut@teamtogut.com](mailto:altogut@teamtogut.com)  
[kortiz@teamtogut.com](mailto:kortiz@teamtogut.com)  
[bmoore@teamtogut.com](mailto:bmoore@teamtogut.com)